

Hannan Walter T.  
Form 4  
October 26, 2017

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Hannan Walter T.

2. Issuer Name **and** Ticker or Trading  
Symbol  
GREENBRIER COMPANIES INC  
[GBX]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O THE GREENBRIER  
COMPANIES, INC., ONE  
CENTERPOINTE DRIVE, SUITE  
200

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/24/2017

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify below)  
SVP & CHRO

(Street)  
LAKE OSWEGO, OR 97035

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|--|
| Common<br>stock -<br>GBX              | 10/24/2017                              |   | M                                    | (A)<br>or<br>(D)<br>5,695<br>(1) A \$ 0                                 | 26,854.973<br>(2)  | D   |  |
| Common<br>stock -<br>GBX              | 10/24/2017                              |   | F                                    | 2,072<br>(3) D \$ 51.65   | 24,782.973   | D   |  |
| Common<br>stock -<br>GBX              | 10/24/2017                              |   | M                                    | 1,902<br>(1) A \$ 0   | 5,454  | I   | By Reliance<br>Trust<br>Company as                             |

Trustee for  
Nonqualified  
Deferred  
Compensation  
Plan for  
Employees

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Pr<br>Deriv<br>Secu<br>(Instr |                 |  |    |
|---|---|---|---|---|---|--|-----|---|----------------------------------|-----------------|--|----|
|   |   |   |   | Code                                    | V   | (A)  | (D) | Date<br>Exercisable   | Expiration<br>Date               | Title           | Amount<br>or<br>Number<br>of<br>Shares |    |
| Restricted<br>Stock<br>Units                        | (4)   | 10/24/2017                              |   | M                                       |   | 4,450<br>(5)   |     | (5)   | (5)                              | Common<br>Stock | 4,450                                  | \$ |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Hannan Walter T.  
C/O THE GREENBRIER COMPANIES, INC.  
ONE CENTERPOINTE DRIVE, SUITE 200  
LAKE OSWEGO, OR 97035

SVP & CHRO

## Signatures

/s/ Walter T. Hannan By Feng C. Grove  
Attorney-in-fact

10/26/2017

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On May 22, 2015, the Reporting Person was awarded 4,450 performance-based restricted stock units ("RSUs"), including 2,225 RSUs subject to vesting based on the Issuer's achievement of adjusted EBITDA performance objectives and 2,225 RSUs subject to vesting based on the issuer's achievement of ROE performance objectives. The issuer achieved performance at between target and stretch levels

- (1) against the adjusted EBITDA performance objective and the ROE performance objectives, resulting in the Reporting Person being entitled to receive the number of shares of the Company's common stock equal to 168.4% and 173.0% of the adjusted EBITDA and ROE RSUs awarded to the Reporting Person, respectively. Accordingly, 7,597 shares of the Company's common stock were issued to the Reporting Person as of the determination date, October 24, 2017.

Amount of securities beneficially owned following reported transaction(s) includes 10,553 shares acquired through participation in the

- (2) Greenbrier Companies Employee Stock Purchase Plan. These shares were acquired on various dates and reflect acquisitions through October 2017.

Pursuant to the terms of the Restricted Stock Unit Award Agreement dated May 22, 2015, common shares otherwise issuable to the

- (3) Reporting Person upon vesting of the award were surrendered to the Company to settle the statutory withholding tax obligation incurred upon vesting of the award.

- (4) Each RSU represents a contingent right to receive one share of GBX common stock.

- (5) Pursuant to the terms of the Restricted Stock Unit Award Agreement dated May 22, 2015, 4,450 RSUs vested on October 24, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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